

EXHIBIT F

-----Original Message-----

From: JEROME V. HARRIS [mailto:jvharris@mindspring.com]

Sent: Tuesday, June 15, 2021 2:00 PM

**Exhibit
440**

Subject: Motorskill Attorney Letter

Hi Bob - Please see the attached letter from the attorney for Motorskill. I'll give you a call later this afternoon to discuss next steps

JEROME V. HARRIS

EXECUTIVE DIRECTOR/PLAN ADMINISTRATOR

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VIA EMAIL & CERTIFIED MAIL RRR

June 11, 2021

AMEC Financial Services, LLC
Financial Freedom Fund, Inc.
c/o Dr. Jerome Harris
Executive Director
AMEC Department of Retirement Services
280 Hernando Street, Suite 300
Memphis TN 38126

Re: Motorskill Ventures 1, L.P. ("Motorskill") Fund Termination

Dr. Harris:

We have not met, so a brief introduction would be appropriate. I am a Houston lawyer hired by Motorskill to assist them in the winding down of MSV 1 LP (the Fund). I have represented venture capital companies, investors in venture capital, and portfolio companies (the recipients of venture capital investments).

In this regard, please see the enclosed notice from Motorskill Ventures 1 LP regarding the Fund's formal termination.

As you are undoubtedly aware, venture capital companies make many investments in hopes that a small number of these investments produce major returns - returns sufficient to more than offset the failed portfolio investments¹. When I was practicing in Austin, the generally accepted breakpoint was one in seven. Not every VC firm was successful and despite Motorskill's efforts, Motorskill did not succeed.

In the liquidation of an enterprise, cash and cash realized from the sale of assets goes first to secured creditors in accordance with their liens. I have seen nothing in the Fund to suggest that there are any assets that would produce cash sufficient to fully pay the claims of secured creditors, much less pay anything to equity holders such as AMEC.

¹ Successful investments do not necessarily mean public offering. Often, a portfolio company would succeed by creating a technology that attracted the attention of a larger company who bought the portfolio company to get the technology. Similarly, not every portfolio loss was an insolvency. In some cases a technology company could be liquidated in a fashion that produced at least a partial recovery of the principal invested,

Dr. Jerome Harris
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This letter is intended to convey an unfortunate harsh truth: there is nothing of any meaningful value remaining in the Fund. There remains only one possibility for disbursement to your organizations: an eleven percent (11%) membership interest (along with unresolved loans owed to Motorskill Ventures 1 LP) in Day and Night Solar, LLC, an Illinois Limited Liability Company. You have previously indicated a desire to have this interest transferred to AMEC.

Other than the above mentioned equity interest, there is no other cash or assets available for liquidation disbursement to the AME.

I can be reached at the address and phone numbers above to coordinate the transfer of the Day and Night Solar membership interest to the AME.

Sincerely,



Vince Mouer

cc: Motorskill Ventures 1, L.P.

MOTORSKILL VENTURES 1 LP
A DELAWARE LIMITED PARTNERSHIP

To Our Limited Partners:

Notice of Fund Termination

We are writing to you as a Limited Partner in Motorskill Ventures 1, LP (the “Fund”) to inform you that we have made the regrettable decision to close the Fund. In accordance with the terms of our governing documents, the General Partner has determined it is now the time to terminate the Fund effective **June 15, 2021**.

Why have we decided to close the Fund?

We have been continuously monitoring the Fund’s assets to determine whether they continue to meet client expectations and needs. We have determined, after a strategic review of Fund assets, that the available unsecured assets of the Fund are so insignificant, that it is no longer economically viable to continue operations. Considering this fact, and having consulted with financial and legal advisors, the Fund will be terminated with immediate effect as of June 15, 2021 (the ‘Termination Date’).

In the years since the Fund’s inception, we have navigated through several economic crises, always endeavoring to create a liquidity event for our investors. Our last endeavor in Solar Manufacturing had this potential and capability, and was designed to result in significant profits, but was undermined by our Chinese JV partner, resulting in the total collapse of that opportunity. There are now no further opportunities to commercially exploit, and operating reserves have disappeared.

Next Steps

As set out in the Fund's organizational documents, the General Partner may terminate the Fund at any time by giving notice to all Limited Partners with effect from the time specified in the notice. Accordingly, from the Termination Date, we will cease operating the Fund, and we will begin winding up the business affairs of the Fund for close-out. Thus, the Fund’s personnel shall begin the orderly liquidation of the Fund from the Termination Date.

We anticipate that the expenses and costs incurred in the disposal of the Fund’s assets and the termination of the Fund will exhaust the Fund’s assets and any unpaid expenses or costs will be paid by the General Partner.

Please be advised that we anticipate no cash or assets will be available for liquidation disbursement to Limited Partners. All remaining Fund assets are collateralized to creditors, and we expect all of these that have not yet been foreclosed upon, will be foreclosed upon by such creditors as we fully wind down.